



## Table of Contents

	Page
- An invitation letter to the 2024 Annual General Meeting of Shareholders	1
- A copy of the minutes of the 2023 Annual General Meeting of Shareholders	6
- QR code for downloading the 2023 Annual Report Form 56-1 One Report	20
- Supporting documents for the meeting's agenda 1- 7	
Agenda 1 To acknowledge the company's performance of the year 2023	21
Agenda 2 To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2023	21
Agenda 3 To consider and approve the allocation of net profit for the year 2023 to the statutory reserve and dividend payment	22
Agenda 4 To consider and approve the appointment of directors to replace those retired by rotation	23
Agenda 5 To consider and approve the directors' remuneration	24
Agenda 6 To consider and approve the appointment of auditors and audit fee for the year 2024	27
Agenda 7 To consider and approve the amendment of the Articles of Association of the company	29
- Biographies of directors who will be proposed to shareholders for appointment	34
- Biographies of certified public accountants who will be proposed to shareholders for appointment	42
- Details of registration, attendance, proxy, voting and method of vote counting	44
A. Method of registration and required documents	44
B. Method of granting proxy	47
C. Method of voting and vote counting	48
- The company's Articles of Association specifically for the shareholders meeting	50
- Proxy Form A	56
- Proxy Form B	57
- Proxy Form C	61
- Biographies of independent directors who will be the proxy to attend the meeting on behalf of shareholders	65
- Definition of independent directors	69
- Map of venue for the 2024 Annual General Meeting of Shareholders	71
- Request for a printed copy of 2023 Annual Report Form 56-1 One Report	72
- Privacy notice for Annual General Meeting of Shareholders	73

**Any inquiries, please contact the company secretary**

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No. Or For 017/2024

March 18, 2024

Subject: An Invitation Letter to the 2024 Annual General Meeting of Shareholders

Dear Shareholders,

- Enclosures:
- (1) A copy of the minutes of the 2023 Annual General Meeting of Shareholders
  - (2) 2023 Annual Report Form 56-1 One Report and a copy of the statements of financial position and the statements of comprehensive income for the year ended December 31, 2023 (QR code is available for downloading the 2023 Annual Report Form 56-1 One Report.)
  - (3) Supporting documents for the meeting's agenda 1- 7 and the biographies of directors and certified public accountants who will be proposed to shareholders for appointment
  - (4) Details of registration, attendance, proxy, voting and method of vote counting
  - (5) The company's Articles of Association specifically for the shareholders meeting
  - (6) Three types of proxy forms (Form A, Form B and Form C) (Form B is recommended.) with the biographies of independent directors who will be the proxy to attend the meeting on behalf of shareholders and definition of independent directors
  - (7) Map of venue for the 2024 Annual General Meeting of Shareholders
  - (8) Request form for a printed copy of 2023 Annual Report Form 56-1 One Report
  - (9) Privacy notice for the Annual General Meeting of Shareholders

LH Financial Group Public Company Limited's Board of Directors Meeting No.2/2024, held on February 23, 2024, resolved to hold the 2024 Annual General Meeting of Shareholders on Monday, April 22, 2024 at 1.30 p.m. at Sathorn 1 Meeting Room, 4<sup>th</sup> floor, No.1 Q.House Lumpini Building, South Sathon Road, Thungmahamek, Sathon, Bangkok 10120 and registration would start at 11.00 a.m.

During September 18, 2023 to December 31, 2023, the company opened an opportunity for the minority shareholders to propose important matters beneficial for business operations to be contained in the agenda via the company's website. The company has also disclosed the information via the Stock Exchange of Thailand since September 18, 2023 onwards. The matters to be considered adding into the agenda for the 2024 Annual General Meeting of Shareholders include:

1. To propose the agenda for the Annual General Meeting of Shareholders
2. To nominate qualified candidates for directorship
3. To propose questions in advance

After such period has elapsed, no shareholders propose any matters for the 2024 Annual General Meeting of Shareholders.

Therefore, the company has determined the meeting agenda as follows:

**Agenda 1: To acknowledge the company's performance of the year 2023**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to acknowledge the company's performance of the year 2023 (See Enclosure 2 and 3)

**Agenda 2: To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2023**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2023 which have already been considered by the Audit Committee, audited by the certified public accountants and consented by the Board of Directors. The details of which are shown in the 2023 Annual Report Form 56-1 One Report. (See Enclosure 2 and 3)

**Agenda 3: To consider and approve the allocation of net profit for the year 2023 to the statutory reserve and dividend payment**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the allocation of net profit for the year 2023 to the statutory reserve and dividend payment as follows: (See Enclosure 3)

According to the 2023 performance ended December 31, 2023, the company had a net profit from the consolidated financial statement in the amount of Baht 2,096,319,527.65 and Baht 745,706,200.24 from separate financial statement without retained loss. After allocating the annual net profit to the statutory reserve not less than 5 percent of the annual net profit, the company still had enough cash flow and profit to pay dividend which complies with the company's dividend payment policy. The company deemed it appropriate to propose the shareholders meeting to approve the matters as follows:

1. To allocate the net profit of 2023 in the amount of Baht 37,500,000.00 to the statutory reserve, which is not less than 5 percent of the annual net profit.
2. To pay the cash dividend at Baht 0.030 per share, in the total amount of Baht 635,509,817.82.

The company will determine the names of shareholders who have rights to receive the dividend on April 30, 2024 (Record Date) and the dividend payment will be made on May 17, 2024.

**Agenda 4: To consider and approve the appointment of directors to replace those retired by rotation**

Opinion of the Board of Directors: The Board of Directors, excluding the directors who have conflicts of interest in this matter, agreed with the proposal from the Nomination and Remuneration Committee, with the selection criteria from their qualifications of directorship according to laws and the company’s Articles of Association. As a result, qualified candidates with sound knowledge, ability and experience relevant to the nature of business of the company have been selected.

In this year, 4 directors will retire by rotation, namely;

- 1. Dr. Vorapol Socratyanurak Chairman
- 2. Mr. Wu, Kuo-Chin Vice Chairman
- 3. Mr. Lee, Yu-Chou Director
- 4. Mr. Vichian Amornpoonchai Director

The Board of Directors deemed it appropriate to propose the shareholders to appoint the 4 directors who will retire by rotation in the 2024 Annual General Meeting of Shareholders for another term because they have been screened and nominated by the Board of Directors to have appropriate qualifications, experiences and good performance beneficial to the company.

The company has attached the biographies of directors who will be proposed to shareholders for appointment. (See Enclosure 3)

**Agenda 5: To consider and approve the directors' remuneration**

Opinion of the Board of Directors: The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose shareholders to approve the directors' remuneration as follows: (See Enclosure 3)

**1. Directors' remuneration for the year 2024**

(Unit : Baht)

Position	Directors' Remuneration (per month)		Meeting Allowance (per time)											
			Board of Directors		Audit Committee		Sustainability and Corporate Governance Committee		Nomination and Remuneration Committee		Risk Oversight Committee		Other sub-committees	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Chairman	200,000	60,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000
Vice Chairman Non-Executive Directors	40,000	40,000	25,000	25,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Vice Chairman Executive Directors	40,000	40,000	-	-	-	-	-	-	-	-	-	-	-	-

**Note:** \* Other committees refer to the committee required by regulators or should have or the Board of Directors deems necessary.

## 2. Directors' gratuity for the year 2023

The Board of Directors together with management plays a key role in supporting the policies and making decisions on important issues for the company. As a result, the company has reflected sound performance and good image continuously.

In addition, the company has determined the gratuity for directors in the total amount of not more than Baht 8,000,000.00 which is equal to that of the year 2022 and commensurate with their duties, responsibilities and workload. The allocation is subject to the discretion of the Board of Directors.

## 3. Other benefits

Table: The comparison of other benefits in 2024 and 2023

2024	2023
None	None

Agenda 6: To consider and approve the appointment of auditors and audit fee for the year 2024

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the appointment of auditors and audit fee for the year 2024 which has been consented by the Audit Committee. The auditors of KPMG Phoomchai Audit Limited have been selected as the company's auditors to replace the EY Office Limited with the opinion that KPMG Phoomchai Audit Limited is under the approved list of the Securities and Exchange Commission and has sound audit standards. In addition, the audit fee is commensurate with the scope of audit functions (See Enclosure 3). The list of certified public accountants is as follows:

1. Ms. Orawan Chotiwiriyakul CPA Registration No. 10566  
has been appointed as auditor since 2024 and/or
2. Mr. Chanchai Sakulkoedsin CPA Registration No. 6827  
has been appointed as auditor since 2024 and/or
3. Mr. Chokechai Ngamwutikul CPA Registration No. 9728  
has been appointed as auditor since 2024 and/or
4. Ms. Thitima Pongchaiyong CPA Registration No. 10728  
has been appointed as auditor since 2024

These 4 auditors are proposed to act as the company's auditors in 2024 for the first time.

In case the above auditors cannot perform their duties, KPMG Phoomchai Audit Limited shall supply other certified public accountants from the company to audit and express their opinions on the company's financial statements to substitute for them.

These 4 auditors above have no relationship and/or conflicts of interest with the company/ subsidiaries/ executives/ major shareholders or their connected persons.

In addition, KPMG Phoomchai Audit Limited is the auditor of the company and its subsidiaries.

The audit fee for the year 2024 is Baht 990,000.00 equal to the year 2023.

Other charges

Table: The comparison of other charges in 2024 and 2023

2024	2023
None	None

**Agenda 7: To consider and approve the amendment of the Articles of Association of the company**

Opinion of the Board of Directors The Board of Directors deemed it appropriate to propose the shareholders to approve the amendment of the Articles of Association of the company in the following chapters:

Chapter III Meeting of Shareholders

Chapter IV Directors and Directors Authorities

Chapter V Dividend and Reserve Fund

**Agenda 8: To consider other matters (if any)**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to keep this agenda open for the shareholders so that they can ask questions and/or express their opinions on various matters without having to pass any resolution. However, if shareholders wish to propose any matter which requires a resolution, they are required to fulfill the provisions in the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535.

The company determined the names of shareholders who have rights to attend the 2024 Annual General Meeting of Shareholders on March 8, 2024.

In addition, if you have any question regarding the agenda, you can submit the questions in advance at e-mail: [Presidentoffice@lhbank.co.th](mailto:Presidentoffice@lhbank.co.th). The company has disclosed the invitation letter together with supporting documents and proxy form on the company website ([www.lhfg.co.th](http://www.lhfg.co.th)) under Investor Relations/Shareholders Information/Shareholders Meeting from March 18, 2024 onwards.

The company would like to invite all shareholders to attend the 2024 Annual General Meeting of Shareholders at the date, time and venue mentioned above. Registration will start on Monday, April 22, 2024 from 11.00 a.m onwards until the meeting commences.

Yours sincerely,



(Mr. Vichian Amornpoonchai)

Company Secretary

By the order of the Board of Directors

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